

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

Objection Deadline: March 17, 2013 at 4:00 p.m.
Hearing Date: To be Determined

**NINETEENTH QUARTERLY FEE APPLICATION OF SAUL EWING LLP,
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY
SECURITY HOLDERS, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

Name of Applicant: Saul Ewing LLP

Authorized to Provide
Professional Services to: The Official Committee of Equity Security Holders

Date of Retention: May 18, 2009 *nunc pro tunc*

Period for which compensation
and reimbursement is sought: October 1, 2013 through December 31, 2013

Amount of fees to be approved
as actual, reasonable and necessary: \$21,180.00¹

Amount of expenses sought as
actual, reasonable and necessary: \$494.12

This is a(n): x interim final application.

The total time expended for the preparation of this application will be included in the next interim fee application.

¹ Our original Quarterly Fee Application was for \$22,009.00 but as per our agreement with the Fee Auditor, we have voluntarily reduced our Applicant fees category by \$829.00 in order to ensure that our costs for Fee Application preparation remain under 5% on a monthly basis.

Prior Monthly Applications for the period through December 31, 2013:

<u>Date Filed and Docket No.</u>	<u>Period Covered</u>	<u>Requested Fees/ Expenses</u>	<u>Approved Fees/ Expenses</u>	<u>CNO/Docket No.</u>
9/1/09 23059	5/18/09 through 7/31/09	\$108,445.50/ \$1,156.09	\$86,756.40 \$1,156.09	23322
9/29/09 23364	8/1/09 through 8/31/09	\$38,437.50/ \$651.48	\$30,750.00/ \$651.48	23547
10/29/09 23614	9/1/09 through 9/30/09	\$22,354.50 \$86.25	\$17,883.60 \$86.25	23812
11/30/09 23869	10/1/09 through 10/31/09	\$13,047.00 \$39.44	\$10,437.60 \$39.44	24047
12/29/09 24066	11/1/09 through 11/30/09	\$27,112.50 \$64.77	\$21,690.00 \$64.77	24167
1/29/10 24208	12/1/09 through 12/31/09	\$20,043.00 \$842.45	\$16,034.40 \$842.45	24333
3/1/10 24371	1/1/10 through 1/31/10	\$16,131.00 \$44.90	\$12,904.48 \$44.90	24498
3/29/10 24517	2/1/10 through 2/28/10	\$14,617.50 \$12.49	\$11,694.00 \$12.49	24645
4/29/10 24695	3/1/10 through 3/31/10	\$19,198.50 \$1601.38	\$15,358.80 \$1601.38	24823
5/28/10 24852	4/1/10 through 4/30/10	\$8,928.00 \$23.88	\$7,142.40 \$23.88	24962
7/9/2010 25056	5/1/10 through 5/31/10	\$8,061.00 \$517.61	\$6,448.80 \$517.61	25148
7/29/2010 25135	6/1/10 through 6/30/10	\$6,702.00 \$930.06	\$5,361.60 \$930.06	25256
8/18/10 25238	7/1/10 through 7/31/10	\$10,611.50 \$78.10	\$8,489.20 \$78.10	25400

9/29/10 25494	8/1/10 through 8/31/10	\$12,146.50 \$158.56	\$9,717.20 \$158.56	25629
11/11/10 257535	9/1/10 through 9/30/10	\$9,865.00 \$175.99	\$7,892.00 \$175.99	25855
12/1/10 25838	10/1/10 through 10/31/10	\$7,748.50 \$186.48	\$6,198.80 \$186.48	25958
1/4/10 26008	11/1/10 through 11/30/110	\$8,349.00 \$174.91	\$6,679.20 \$174.91	26125
1/26/11 26126	12/1/10 through 12/31/10	\$9,467.50 \$136.50	\$7,574.00 \$136.50	26389
3/1/11 26447	1/1/11 through 1/31/11	\$5,471.00 \$227.01	\$4,376.80 \$227.01	26616
3/30/11 26665	2/1/11 through 2/28/11	\$16,418.00 \$140.84	\$13,134.40 \$140.84	26665
5/2/11 26857	3/1/11 through 3/31/11	\$17,325.50 \$172.16	\$13,860.40 \$172.16	26997
5/31/11 27014	4/1/11 through 4/30/11	\$14,790.00 \$170.71	\$11,832.00 \$170.71	27151
7/5/11 27214	5/1/11 through 5/31/11	\$15,903.00 \$116.17	\$12,722.40 \$116.17	27325
8/1/11 27352	6/1/11 through 6/30/11	\$9,849.00 \$167.76	\$7,879.20 \$167.76	27505
9/2/11 27556	7/1/11 through 7/31/11	\$11,115.00 \$94.44	\$8,892.00 \$94.44	27676
9/29/11 27688	8/1/11 through 5/31/11	\$10,712.00 \$149.46	\$8,569.60 \$149.46	27802
10/26/11 27828	9/1/11 through 9/30/11	\$7,943.00 \$115.90	\$6,354.40 \$115.90	27990
11/29/11 28044	10/1/11 through 10/31/11	\$11,661.00 \$158.62	\$9,328.80 \$158.62	28196

1/10/12	11/1/11 through 11/30/11	\$10,874.50 \$31.80	\$8,699.60 \$31.80	28487
2/19/12 28491	12/1/11 through 12/31/11	\$7,475.00 \$92.73	\$5,980.00 \$92.73	28616
2/29/12 28601	1/1/12 through 1/31/2012	\$9,802.00 \$233.98	\$7,841.60 \$233.98	28703
3/30/12 28748	2/1/12 through 2/29/12	\$9,516.00 \$102.72	\$7,612.80 \$102.72	28809
4/30/12 28847	3/1/12 through 3/31/12	\$12,473.50 \$272.84	\$9,978.80 \$272.84	28959
5/31/12 28998	4/1/12 through 4/30/12	\$8,008.00 \$222.42	\$6,406.40 \$222.42	29116
6/29/12	5/1/12 through 5/31/12	\$8,274.50 \$72.22	\$6,619.60 \$72.22	29348
8/9/12 29425	6/1/12 through 6/30/12	\$10,231.00 \$72.22	\$8,184.50 \$80.07	29579
8/29/12 29524	7/1/12 through 7/31/12	\$11,61.00 \$210.04	\$9,328.80 \$210.04	29649
9/24/12 29661	8/1/12 through 8/31/12	\$9,574.50 \$64.30	\$7,659.60 \$64.30	29782
11/5/12 29850	9/1/12 through 9/30/12	\$7,436.00 \$122.07	\$5,948.80 \$122.07	29950
11/28/12 29554	10/1/12 through 10/31/12	\$8,209.50 \$359.20	\$6,567.60 \$359.20	30071
1/3/13 30117	11/1/12 through 11/30/12	\$10,146.50 \$264.87	\$8,117.20 \$264.87	30195
1/28/13 30203	12/1/12 through 12/31/12	\$8,450.00 \$11.10	\$6,760.00 \$11.10	30308
2/27/13 30328	1/1/13 through 1/31/13	\$15,223.00 \$134.46	\$12,178.40 \$134.46	30421

3/28/13 30448	2/1/13 through 2/28/13	\$9,074.00 \$138.88	\$7,259.20 \$138.88	30535 4/19/13
4/29/13 30563	3/1/13 through 3/31/13	\$9,763.00 \$170.96	\$7,810.40 \$170.96	30655 5/22/12
5/29/13 30680	4/1/13 through 4/30/13	\$10,042.50 \$103.61	\$8,034.00 \$103.61	30749 6/18/13
6/28/13 60782	5/1/13 through 5/31/13	\$11,056.50 \$414.07	\$8,845.20 \$414.07	30862 7/23/13
7/29/13 30892	6/1/13 through 6/30/13	\$11,602.50 \$112.44	\$9,282.00 \$112.44	31001 8/22/13
8/26/13 31014	7/1/13 through 7/31/13	\$8,222.50 \$169.46	\$6,578.00 \$169.46	9/18/13 31141
9/26/13 31166	8/1/13 through 8/31/13	\$10,978.50 \$170.88	\$8,782.80 \$170.88	10/18/13 31238
10/29/13 31277	9/1/13 through 9/30/13	\$10,322.00 \$206.88	\$8,257.60 \$206.88	11/20/13 31370
12/3/13 31414	10/1/13 through 10/31/13	\$7,245.00 \$64.52	\$5,796.00 \$64.52	12/26/13 31522
12/27/13 31531	11/1/13 through 11/30/13	\$5,590.00 \$253.48	\$4,472.00 \$253.48	1/21/14 31614
1/24/14 31646	12/1/13 through 12/31/13	\$8,345.00 \$176.12	\$6,676.00 \$176.12	2/20/14 31762

Prior Quarterly Applications for the period through December 31, 2013:

<u>Date Filed and Docket No.</u>	<u>Time Period</u>	<u>Requested Fees/ Expenses</u>	<u>Approved Fees/ Expenses</u>	<u>CNO/ Docket No.</u>
November 9, 2009 [23719]	April 1, 2009 through June 30, 2009	\$68,383.00 \$8.10	\$68,383.00 \$8.10	11/30/09 [23872]
November 13, 2009 [23762]	July 1, 2009 through September 30, 2009	\$100,854.50 \$1,885.72	\$100,854.50 \$1,885.75	11/13/09 [24067]
February 5, 2010 [24242]	October 1, 2009 through December 31, 2009	\$60,202.50 \$946.66	\$60,202.50 \$646.66	3/3/10 [24401]
May 21, 2010 [284822]	January 1, 201 through March 31, 2010	\$49,947.00 \$1,658.77	\$49,947.00 \$1,658.77	6/16/10 [24950]
August 25, 2010 [25269]	April 1, 2010 through June 30, 2010	\$23,691.00 \$1,471.55	\$23,691.00 \$1,471.55	9/20/10 [25433]
November 19, 2010 [25786]	July 1, 2010 through September 30, 2010	\$32,623.00 \$412.65	\$32,623.00 \$412.65	12/13/10 [25913]
February 15, 2010 [26287]	October 1, 2010 through December 31, 2010	\$25,565.00 \$497.89	\$25,565.00 \$497.89	3/10/11 [26526]
May 25, 2011 [26995]	January 1, 2011 through March 31, 2011	\$39,214.50 \$540.01	\$39,214.50 \$540.01	
August 11, 2011 [27419]	April 1, 2011 through June 30, 2011	\$40,542.00 \$391.64	\$40,542.64 \$391.64	9/8/11 [27568]
November 22, 2011 [28013]	July 1, 2011 through September 30, 2011	\$29,770.00 \$259.80	\$29,770.00 \$359.80	12/15/11 [28159]
February 27, 2012 [28588]	October 1, 2011 through December 31, 2011	\$30,010.50 \$283.15	\$30,010.50 \$283.15	3/12/12 [28693]
May 23, 2012 [28957]	January 1, 2012 through March 31, 2012	\$31,791.50 \$609.54	\$31,197.50 \$509.54	6/14/12 [29058]
August 20, 2012 [29479]	April 1, 2012 through June 30, 2012	\$26,513.50 \$374.51	\$26,513.50 \$374.51	9/13/12 [29619]
December 11, 2012 [30029]	July 1, 2012 through September 30, 2012	\$28,681.50 \$396.41	\$28,671.50 \$396.41	1/4/13 [30119]
April 8, 2013 [30479]	October 1, 2012 through December 31, 2012	\$60,523.50 \$3,617.71	\$60,523.50 \$3,617.71	5/1/13 [30574]
May 22, 2013 30653	January 1, 2013 through March 31, 2013	\$34,060.00 \$444.30	\$34,060.00 \$444.30	6/13/13 30754

August 14, 2013 30964	April 1, 2013 through June 30, 2013	\$32,701.50 \$630.12	\$32,701.50 \$630.12	9/6/13 31078
December 3, 2013 31415	July 1, 2013 through September 30, 2013	\$29,523.00 \$547.22	\$29,523.00 \$547.22	12/26/13 31524

**SUMMARY OF TIME FOR BILLING PERIOD
OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

Name, Position, Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
Teresa K.D. Currier Shareholder; admitted DE 1992 and PA 1985	\$650	29.0	\$18,850.00
Tracy B. Buck Legal Assistant	\$195	16.00	\$3,159.00
TOTAL		45.0	\$22,009.00

**SUMMARY OF TIME BY PROJECT CATEGORY FOR BILLING PERIOD
OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

Project Category	Total Hours	Total Fees
Asset Disposition	0.3	195.00
Case Administration	25.0	\$16,250.00
Committee: Creditors', Noteholders' or Equity Holders'	2.1	\$1,365.00
Fee Applications/Applicant	9.4	\$1,004.00 ²
Fee Applications/ Others	7.0	\$1,521.00
Hearings	0.3	\$195.00
Plan and Disclosure Statement	1.0	\$650.00
TOTAL	59.0	\$2,366.00

² Our original Quarterly Fee Application was for \$22,009.00 but as per our agreement with the Fee Auditor, we have voluntarily reduced our Applicant fees category by \$829.00 in order to ensure that our costs for Fee Application preparation remain under 5% on a monthly basis.

**SUMMARY OF EXPENSES BY CATEGORY FOR BILLING PERIOD
APRIL 1, 2013 THROUGH JUNE 30, 2013**

Expense Category	Total Expenses
Docket Entry	\$91.70
Federal Express	\$287.62
Photocopying	\$114.80
TOTAL	\$494.122

The foregoing summaries are submitted to the Court pursuant to the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Amended Administrative Order").

Pursuant to the Amended Administrative Order, Saul Ewing LLP respectfully requests that, for the period October 1, 2013 through December 31, 2013, it be allowed the total amount of fees of \$21,180.00 and expenses in the total amount of \$194.12.

SAUL EWING LLP

By: 

Teresa K.D. Currier (Del. ID No. 3080)
222 Delaware Avenue
P.O. Box 1266
Wilmington, DE 19899
(302) 421-6800

Co-Counsel to the Official Committee of
Equity Security Holders

Dated: February 25, 2014